FORM D	1389237	OMB APPROVAL
RECI 0705229	) STATES :CHANGE COMMISSION on, D.C. 20549	OMB Number: 3235-0076 Expires: April 30, 2008 Estimated average burden hours per response: 16.00
(10322g)	<sup>4</sup> →RM D	
APR 1 6 2007 >NOTIC	CE OF SALE OF SECURITIES	SEC USE ONLY
MINIO 2001	SUANT TO REGULATION D,	Prefix Serial
C A 106 299	SECTION 4(6), AND/OR	
UNIFORM	LIMITED OFFERING EXEMPTION	DATE RECEIVED
Name of Offering (☑ check if this is an amendme Alpha+ <sup>SM</sup> (Global Equity) Managers: Port (Cayman), L.P.): Limited Partnership Inte	folio 3 Offshore L.P. (f/k/a Goldman Sachs G	
Filing Under (Check box(es) that apply):		☐ Section 4(6) ☐ ULOE
Type of Filing: ☐ New Filing ☑ Amendm		
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issue		
•	ent and name has changed, and indicate change.	
Alpha+ <sup>SM</sup> (Global Equity) Managers: Port (Cayman), L.P.)	folio 3 Offshore L.P. (f/k/a Goldman Sachs G	MS Alpha+SM III Global Equity Portfolio
•	mber and Street, City, State, Zip Code)	Telephone Number (including Area Code)
	ew York Plaza, New York, New York 10004	
Address of Principal Business Operations (If different from Executive Offices)	Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Brief Description of Business	<del></del>	MAY 0 1 2007
To operate as a private investment fund.		
Type of Business Organization		THOMSON (FIREARICIA)
	☐ limited partnership, already formed ☐ limited partnership, to be formed	☑ other (please specify) FINANCIAL Exempted Limited Partnership
Actual or Estimated Date of Incorporation or Org.  Jurisdiction of Incorporation or Organization:	Month Year anization: 1 1 0 4  (Enter two-letter U.S. Postal Service abbrevi	✓ Actual ☐ Estimated
, J	State: CN for Canada; FN for other foreign ju	urisdiction) F N

1389121

## **GENERAL INSTRUCTIONS**

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collections of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

		A. BASIC IDENTIF	CICATION DATA								
2. Enter the information rec	quested for the followi	ng:									
* Each promoter of the	ne issuer, if the issuer l	as been organized with	in the past five years;								
* Each beneficial own of the issuer;	Each deficition dwilet having the power to vote of dispose, of direct the vote of disposition of, 1070 of there of a class of equity securities										
* Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and											
* Each general and managing partner of partnership issuers.											
Check Box(es) that Apply:	Promoter   Promoter	Beneficial Owner	Executive Officer	☐ Director	☑ General and/or						
Check box(es) that Apply.	- Tronloter -	Belieficial Owlief	- Executive Officer		Managing Partner						
Full Name (Last name first, if	individual)			-							
GSAM (GMS Cayman GP)	Ltd. (the Issuer's Ge	neral Partner)									
Business or Residence Addre	ss (Number and Stre	et, City, State, Zip Cod	(e)								
Walkers SPV Limited, Wall	cer House, P.O. Box 9	08GT, Mary Street, C	George Town, Grand Cay	nan, Cayman Isl	ands						
Check Box(es) that Apply:	☐ Promoter ☑	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner						
Full Name (Last name first, if	individual)										
Nabors International Mana			<del></del>								
Business or Residence Addre	•		e)								
Carion's Court, 22 Victoria	Street, Hamilton, Be	rmuda HM 12									
Check Box(es) that Apply:	☐ Promoter ☐	Beneficial Owner	Executive Officer* □ * of the Issuer's Genera	Director   I Partner	General and/or Managing Partner						
Full Name (Last name first, if	`individual)										
Aakko, Markus		<del> </del>									
Business or Residence Address	•	et, City, State, Zip Cod									
c/o GSAM (GMS Cayman C	•				<del>-</del>						
Check Box(es) that Apply:	☐ Promoter ☐	Beneficial Owner 🗵	Executive Officer*  * of the Issuer's Genera	Director   I Partner	General and/or Managing Partner						
Full Name (Last name first, if	`individual)										
Gottlieb, Jason		· · · · · · · · · · · · · · · · · · ·									
Business or Residence Address	•	et, City, State, Zip Cod	•		,						
c/o GSAM (GMS Cayman C	••				~						
Check Box(es) that Apply:	□ Promoter □	Beneficial Owner	Executive Officer*  * of the Issuer's General	Director   I Partner	General and/or Managing Partner						
Full Name (Last name first, if	`individual)										
Kelly, Edward					<del></del>						
Business or Residence Address	,	et, City, State, Zip Cod	-								
c/o GSAM (GMS Cayman C											
Check Box(es) that Apply:	☐ Promoter ☐	Beneficial Owner	Executive Officer*  * of the Issuer's Genera	Director  I Partner	General and/or Managing Partner						
Full Name (Last name first, if	`individual)										
Kramer, J. Douglas											
Business or Residence Addres		et, City, State, Zip Cod									
c/o GSAM (GMS Cayman C											
Check Box(es) that Apply:	☐ Promoter ☐	Beneficial Owner	Executive Officer* ☐  * of the Issuer's Genera	Director   Partner	General and/or Managing Partner						

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o GSAM (GMS Cayman GP) Ltd., One New York Plaza, New York, New York 10004

Ross, Hugh M.

## Enter the information requested for the following: 2. Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Executive Officer\* Director Check Box(es) that Apply: ☐ Promoter Beneficial Owner General and/or \* of the Issuer's General Partner Managing Partner Full Name (Last name first, if individual) Wade, Matthew Business or Residence Address (Number and Street, City, State, Zip Code) c/o GSAM (GMS Cayman GP) Ltd., One New York Plaza, New York, New York 10004 ☐ Executive Officer ☐ Director ☐ General and/or Check Box(es) that Apply: ☐ Promoter Beneficial Owner Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) □ Executive Officer ☐ Director ☐ General and/or Check Box(es) that Apply: ☐ Promoter Beneficial Owner Managing Partner Full Name (Last name first, if individual) **Business or Residence Address** (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Beneficial Owner Executive Officer □ Director ☐ General and/or Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Executive Officer ☐ General and/or ☐ Promoter Beneficial Owner ☐ Director Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) **Business or Residence Address** (Number and Street, City, State, Zip Code) ☐ Promoter Beneficial Owner Executive Officer ☐ Director ☐ General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

A. BASIC IDENTIFICATION DATA

				B. IN	FORMAT	ION ABO	OUT OFF	ERING						
•					<del>-</del> -						Yes	No		
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?								$\square$						
Answer also in Appendix, Column 2, if filing under ULOE.														
2. What is the minimum investment that will be accepted from any individual?								\$5	\$50,000					
											Yes	No		
3. Does the offering permit joint ownership of a single unit?									丞					
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.														
Full Name	(Last name	first, if ind	lividual)	······································							•			
Goldman,	, Sachs & C	*												
•	h the securi r in any jur		sold throu	gh Goldma	n, Sachs &	Co., no co	mmissions	will be paic	l, directly o	or indirectly	, for solici	ing any		
	or Residence		Number and	Street, Cit	y, State, Zip	Code)								
85 Broad	Street, Nev	v Vork No	w Vark 100	104										
	Associated B			704	-			-						
	Vhich Perso All States" o										☑ A	🗹 All States		
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]		
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]		
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]		
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]		
Full Name	Full Name (Last name first, if individual)													
Business o	or Residence	Address (!	Number and	Street, Cit	y, State, Zip	Code)								
Name of A	Associated B	roker or De	ealer				-							
	Vhich Perso						<del></del> -					1.6		
•	All States" (			•			(DE)	נטכו	rei i	[CA]		l States		
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [Ml]	[GA] [MN]	[HI] [MS]	[ID] [MO]		
[MT]	[NE]	[NV]	[NH]	[[N]]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]		
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]		
	(Last name				[]					, ,				
Business o	or Residence	: Address (1	Number and	Street, City	y, State, Zip	Code)					<u> </u>	· · · · · · · · · · · · · · · · · · ·		
				•		•								
Name of A	Associated B	roker or De	ealer											
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)									All States					
(AL)	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]		
(IL)	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[, E, [MI]	[MN]	[MS]	[MO]		
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]		
[77-7]	[60]	[CD]	[TNI]	(TV)	נונונון	נייין	[3/4]	[WA]	[11/1]	[97]	[WV]	[DD]		

[TN] [TX] [UT] [VT] [VA] [WA] [WV] (Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\sigma\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
	Type of Security		Aggregate Offering Price	Amount Already Sold
	Debt	\$_	0	\$ 0
	Equity (Shares)	\$_	0	\$ 0
	☐ Common ☐ Preferred			
	Convertible Securities (including warrants)	\$_	0	\$ 0
	Partnership Interests	\$_	33,034,620	\$ 33,034,620
	Other (Specify):	\$_		\$ 
	Total	\$_	33,034,620	\$ 33,034,620
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			
			Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	_	17	\$ 33,034,620
	Non-accredited Investors	_	0	\$ 0
	Total (for filings under Rule 504 only)	_	N/A	\$ N/A
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		Time of	Dollar Amount
	Type of offering		Type of Security	Sold
	Rule 505	_	N/A	\$ N/A
	Regulation A	_	N/A	\$ N/A
	Rule 504		N/A	\$ N/A
	Total		N/A	\$ N/A
t! t!	.a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of the expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees			\$ 0
	Printing and Engraving Costs			\$ 0
	Legal Fees		Ø	\$ 10,264
	Accounting Fees			\$ 0
	Engineering Fees			\$ 0
	Sales Commissions (specify finders' fees separately)		0	\$ 0
	Other Expenses (identify)			\$ 0
	Total		Ø	\$ 10,264

C. OFFE	RING PRICE, N	UMBER OF INVEST	ORS, EXP	ENS	ES A	ND USE OF PE	ROCE	EDS	
- Question 1 and total e	xpenses furnished	ate offering price given in response to Part C - the issuer."	Question 4.a	. Thi	s		\$_		33,014,356
to be used for each of the furnish an estimate and	e purposes shown. check the box to all the adjusted gro	gross proceeds to the issue If the amount for any pu the left of the estimate as proceeds to the issuer s	rpose is not l The total	of th	1, C				
						Payments to Officers, Directors, & Affiliates			Payments To Others
Salaries and Fees	***************************************				\$_	0		\$_	0
Purchase of real estate					\$_	0		\$_	0
Purchase, rental or leasin	g and installation o	of machinery and equipme	nt		\$_	0	. 🗆	\$_	0
Construction or leasing o	of plant buildings a	nd facilities	•,,,•		\$_	0		\$_	0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)					\$	0		\$	0
Repayment of indebtedness					\$	0		\$	0
Working capital					\$	0		<b>s</b> –	0
Other (specify): Investment Capital					s –	0	2	<b>\$</b>	33,014,356
Column Totals					- \$	0	<b>2</b>	<b>\$</b>	33,014,356
Total Payments Listed (c				☑ \$	33,0	14,35	6		
	·····	D. FEDERAL	SIGNATUI	RE					
The issuer has duly caused following signature constitution of its staff, the information f	ites an undertaking	by the issuer to furnish to	o the U.S. So	curiti	es an	d Exchange Comn	nission,	upon	
ssuer (Print or Type) Alpha+ <sup>SM</sup> (Global Equity) M Portfolio 3 Offshore L.P. (f/k Sachs GMS Alpha+ <sup>SM</sup> III Gl Portfolio (Cayman), L.P.)	√a Goldman	Signature Curuland	<u></u>	_		Date April <u>B</u> , 2007			
Name of Signer (Print or Type	;)	Title of Signer (Print or	Гуре)						
Assistant Secretary of the Issuer's General Partner									

**ATTENTION** 

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).